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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden

FORM D

PROCESSED

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

NOV 0 8 2004 SEC USE ONLY
Prefix Serial
THOMSON
FINANCIAL DATE RECEIVED

hours per response...1

Name of Offering ([] check if this is Private Placement - \$0.75 per u		and name has	s changed, and	indicate change.)	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u> [] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	TULOE
Type of Filing: [X] New Filing []	Amendment				EGEIVED CO
	A. BASIC IDE	NTIFICATIO	N DATA	I NOV	♥ ₹ Z00# >
Enter the information requested a	about the issuer				179
Name of Issuer ([] check if this is a Bullion River Gold Corp.	an amendment ai	nd name has	changed, and i	ndicate change.)	
Address of Executive Offices (Including Area	•	, 89502	e, Zip Code)		4 049183
Address of Principal Business Oper same	ations (Number	and Street, (City, State, Zip C		ī
Telephone Number (Including Area (if different from Executive Offices)	Code) same				
Brief Description of Business: oil ar	nd das develonme	ent and explo	ration company		

m

Form D)		Duii	ion River (Gold Corp.						Pa
Type of	f Business Or	ganization									
[X] co	rporation	_	[] limited par	tnership,	already form	ed	[]0	ther (please	specify)):
	siness trust		[] limited par	tnership,	to be formed						
ANNECOMICONALISMA	***************************************			ant constitutions with the second	Month	Year	weganin kananaktawa katau	AND MARKET TO SERVE			**************************************
Actual (or Estimated	Date of Inco	orporation or Org	anization.] Actu	al []	Estimat	ed
Jurisdic	ction of Incorp	oration or (Organization: (Er CN for		tter U.S. Pos N for other f						
GENEF	RAL INSTRU	CTIONS		***************************************		ygunara sissemu dur			HAMILAN AND AND AND AND AND AND AND AND AND A		(1833): 194 0137
Federa	d:										
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Form D	Bullion R	iver Gold Corp.		Pag
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [X] Officer	Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual) Bradley, Vi	ctor H.		erry gles com vigary or denig de administrative en tiper <u>elebente</u> , recommence com decembrative en el
	ce Address (Number and Street Load, #495, Santa Barbara, C			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [] Officer	Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street	City, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [] Officer	Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street,	City, State, Zip Code)		er diger i die o konstrum grower e commo men bekend gene e also soptic analessische der delebbilisch der deleb
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [] Officer	Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)		one on the composition of the co	n et selt mes en et tres de tr
Business or Residen	ce Address (Number and Street,	City, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive [] Officer	Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street,	City, State. Zip Code)		

				В	. INFOR	MATION	I ABOU	ΓOFFE	RING				
	the issi	uer sold	, or does	the iss	uer inter	nd to sell	, to non-	accredite	ed investo	ors in this	•	Yes []	No [X]
			Answ	er also	in Appei	ndix, Col	umn 2, if	filing un	der ULO	E.			
2. Wh	at is the	minimu	m invest	ment th	at will be	e accepte	ed from a	ny indivi	dual?	N	/A	\$	
3. Doe	es the of	fering p	ermit joir	nt ownei	ship of a	a single ı	unit?	••••••				Yes [X]	No []
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						Street, (City, Stat 39502	e, Zip Co	ode)				
Name	of Asso	ciated E	Broker or	Dealer	N/A			ANNA ANNA ANNA ANNA ANNA ANNA ANNA ANN				***************************************	······
States	in Whic	h Perso	n Listed	Has Sc	licited o	r Intends	to Solic	it Purcha	sers	***************************************	***************************************	 	
Chec	k "All	States"	or chec	k indiv	idual St	ates)		•		[X] All	State	s
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[1	D]
IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS] [M	MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR	[F	PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	YWJ	7) [F	PR]
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Т	ype of S	Security								regate ng Price	Am	ount A	Already d
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Bullion River Gold Corp.

Page 4

Form D

Total	\$	3,750,000	\$	0
Answer also in Appendix, Column 3, if filing under ULOE.				
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		mber estors	Aggrega Dollar A of Purch	mount
Accredited Investors	11 1 1 1	_		
		0	\$	
Non-accredited Investors		0	\$	
Total (for filings under Rule 504 only)		0	\$	0
Answer also in Appendix, Column 4, if filing under ULOE.				
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
Type of offering	Тур	e of Security	Dollar A	mount
Type of offering Rule 505	•	•	Sold	
Regulation A		······································		
Rule 504			- Φ	
Total			. Ф <u></u>	
Total		<u></u>	- Ψ	
4. a. Furnish a statement of all expenses in connection with the issuance distribution of the securities in this offering. Exclude amounts relating sol organization expenses of the issuer. The information may be given as sufuture contingencies. If the amount of an expenditure is not known, furnisestimate and check the box to the left of the estimate. Transfer Agent's Fees	lely f ubjec sh a	to ct to n	[X]\$_	
Printing and Engraving Costs			[]\$	
Legal Fees				20,000
Accounting Fees				5,000
Engineering Fees				0
Sales Commissions (specify finders' fees separately)			[]\$.	0
Other Expenses (identify)Filing FeesState filing fees				5,000
Total	•••••		[X]\$	32,000
b. Enter the difference between the aggregate offering price given in res Question 1 and total expenses furnished in response to Part C - Questio difference is the "adjusted gross proceeds to the issuer.".			\$3	,718,000

Bullion River Gold Corp.

Page 5

Form D

Form D	Bullion River Gold Corp.		Page
or proposed to purpose is not estimate. The	ow the amount of the adjusted gross proceeds to the issuer used be used for each of the purposes shown. If the amount for any known, furnish an estimate and check the box to the left of the total of the payments listed must equal the adjusted gross e issuer set forth in response to Part C - Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments To
Salaries	and fees	[]\$	
	of real estate	[]\$	
Purchase	e, rental or leasing and installation of machinery	[]	[]
Construc	tion or leasing of plant buildings and facilities	[]\$	[]\$
securitie exchang	on of other businesses (including the value of s involved in this offering that may be used in e for the assets or securities of another issuer to a merger)	[]\$	
•	ent of indebtedness	[]\$	11\$
	capital	[]\$	[]\$3,718,000
	ecify):	[]\$	
		[]\$	[]\$
Column	otals	[]\$	[]\$
Total Pay	ments Listed (column totals added)		718,000
Mariania abbiter wanter dibenjenananelijeno	D. FEDERAL SIGNATURE	erentem-net artifettet (et standameterete) frest i transleda	
filed under <u>Ru</u> Securities and	s duly caused this notice to be signed by the undersigned duly autile 505, the following signature constitutes an undertaking by the is Exchange Commission, upon written request of its staff, the informatical investor pursuant to paragraph (b)(2) of Rule 502.	suer to furnish	to the U.S.

Peter M. Kuhn	CEO / President	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	·
Bullion River Gold Corp.	106) Il. Chil	Nov 1, 2004
Issuer (Print or Type)	Signature A (Date

ATTENTIO

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1901.)